



BY-LAWS OF THE OLD ANTARCTIC EXPLORERS ASSOCIATION, INC.

(Revised October 9, 2006)

PREAMBLE

MISSION & PURPOSE

We unite to form the **OLD ANTARCTIC EXPLORERS ASSOCIATION, INC.** (hereafter referred to as the **OAEA**).

MISSION

The OAEA shall be dedicated to:

- perpetuating the memory of the Antarctic Experience and preserving the history of U. S. Navy involvement in Antarctica and to establish public awareness of our group.
- uniting all Antarctic Explorers, and other interested persons, in sharing the Antarctic Experience and perpetuating the memory of U.S. involvement in Antarctica.
- the benevolent, education, recreation and general welfare of the Antarctic Explorers, their families and friends who participated in, shared, or have an interest in the Antarctic Experience.

PURPOSE

The purpose of the OAEA is to:

- bring together people interested in research and exploration in the Antarctic;
- preserve the record of polar research and exploration; and
- support and encourage research and exploration in the Antarctic.

Toward these ends, the OAEA will:

- collect and disseminate information about the Antarctic region (including the surrounding ocean and the space above);
- compile written records, oral histories, maps, photographs, film and video, and electronic information relating to Antarctica;
- aid organizers and members of Antarctic expeditions; and
- maintain contact with scientists, explorers, research institutions and interested parties.

The OAEA shall:

- support, sponsor, develop, encourage, foster, financially assist, and stimulate the continued exploration of Antarctica for the peaceful, scientific, and ecological benefits (including the preservation and conservation of living and natural resources) of all mankind.
- advance, promote, sustain reasonable efforts to locate, identify, verify, interpret, collect, catalog, preserve (including financial assistance in preservation efforts of others), and display historical artifacts and memorabilia pertaining and relating to the exploration of the Antarctic,
- consult and engage in research with experts, archivists and curators of museums, historical societies, and libraries having similar or related interests and
- collect, record, and illuminate oral, written, and graphic personal histories, accomplishments, and sacrifices of Antarctic Explorers and honor those who gave their lives in the quest and
- provide and/or identify proper and adequate facilities to maintain, store, preserve, and display various artifacts, records, historical files, and literature of Antarctic

expeditions and to make such items available to the general public for research purposes.

- purchase, lease, rent, acquire, dispose of, or otherwise divest property for benefits of the OAEA and in the best interest of members.
- maintain liaison with museums, libraries, foundations, historical societies, colleges, universities, government agencies, and other organizations, including tourist agencies, involved in Antarctic expeditions in order to gather and disseminate advance knowledge about forthcoming Antarctic expeditions being planned by both government and private enterprises worldwide.
- develop and perpetuate awareness of the sacrifices members have made in Antarctica through exhibition of associated artifacts and educational assistance programs.
- publish and circulate literature relating to OAEA activities and Antarctic affairs. Including, but not limited to, the publication of a quarterly newsletter and creation and maintenance of a Internet site.
- maintain contact with and monitor the welfare of Antarctic Explorers and their families and
- present the best interests and rights of said Antarctic Explorers to proper authority when appropriate.

ARTICLE I

Title

Section I. The name of the OAEA shall be the OLD ANTARCTIC EXPLORERS ASSOCIATION, INC.

Section II. The National Headquarters of the OAEA shall be at Pensacola, Florida

Section III. The OAEA will be a nonprofit organization, operated exclusively for purposes beneficial to the interests of, all nations by establishing and perpetuating educational and exhibition programs to provide awareness of Antarctic programs to the general public

Section IV. In the event of final dissolution or liquidation of the OAEA, and after the discharge of all its liabilities, the remaining assets of the OAEA including all of its various specifically designated funds, shall be given to an exempt organization, as defined in the Internal Revenue Code, and whose purposes and objectives are similar to those of the OAEA. Such organization is to be designated by a vote of two-thirds of all Directors serving as such at the time of dissolution.

ARTICLE II

Affiliates

Section I. The Board of Directors of the OAEA may develop affiliations with other similar organizations throughout the World for the purpose of cooperation in the furtherance of the objectives stated in the Mission and Purpose herein. Such affiliation does not authorize affiliated organizations to participate in the organizational or managerial concerns of the other. Any such affiliation may be canceled by unilateral action of the organizations involved.

Section II. An organization affiliated with the OAEA may send a designated representative to attend a meeting of the Board of Directors of the OAEA. Such representative may, on behalf of such affiliate, submit to the President of the OAEA recommendations for consideration by the Board of Directors.

ARTICLE III

Chapters

Section I. These policies apply to any Group using the OAEA name.

Section II. Each Chapter shall file and obtain its own tax-exempt status. The proper financial accountability is the responsibility of each individual Chapter. Financial requirements may involve federal, state, city, and local governments, depending upon location. The OAEA accepts no responsibility for Chapter/Group financial accountability.

Section III. Chapters shall submit to the OAEA a listing of new officers after each election that includes phone numbers and addresses.

Section IV. Chapter By-Laws should contain the provision that its members must be active members of the OAEA prior to becoming members of the Chapter.

Section V. Chapters will submit quarterly financial reports to the OAEA if selling OAEA logo'd materials—in addition to 10 percent of the profit from the sale of the logo'd items.

Section VI. Merchandise for sale during Symposium week to consist of OAEA items plus logo'd/non-logo'd merchandise provided for sale by Symposium host Chapter/Group. All income from the sale of merchandise provided by the OAEA to be forwarded to the OAEA. All profits from the sale of Chapter/Group provided merchandise is to be applied to the costs incurred by hosting the Symposium.

Section VII. No Chapter/Group shall use Symposium donated or generated funds for any use other than the Symposium. Any and all excess funds shall be returned/forwarded to the OAEA.

ARTICLE IV

Membership and Voting Rights

Section I. There shall be six classes of membership - these classes are:

- (a) Regular Member
- (b) Associate Member
- (c) Honorary Member
- (d) Corporate Member
- (e) Memorial Member
- (f) Commemorative Member

Section II. REGULAR MEMBER - Regular members shall be men or women who are Antarctic Explorers or their survivors as follows:

- (a) Men or women who have verifiable documentation that they have worked on or visited the Antarctic Continent or offshore islands for any legitimate reason.
- (b) Crew members of the Ocean Station Vessels that were assigned 'station' duties in support to Operation Deep Freeze but did not visit Antarctica as required by Section II (a) above
- (c) Widows, widowers or surviving children of deceased OAEA members or of any deceased individual, who would have, if living, been eligible for member status.

Note: For purpose of definition, Regular Members will be referred to as "Members" throughout this document.

Section III. ASSOCIATE MEMBER - Associate Members shall be men or women who do not qualify for Regular Member status, but who believe in and desire to support the goals of this Association.

Section IV. HONORARY MEMBER - Honorary Member Titles will be given to those individuals who display an exceptional relationship and interest in the objectives of the OAEA if approved by a two-thirds vote of the Board of Directors. Bestowment of Honorary titles will be representative of the highest standards and traditions in order to give due respect to the individual concerned and properly identify the person with the OAEA. Nominees for Honorary Membership may be submitted in writing to the Board of Directors by any individual within the membership.

Section V. CORPORATE MEMBER - Corporate Members shall be those established companies or groups with interest and desire to participate with the OAEA towards achieving its objectives

Section VI. MEMORIAL MEMBER - Memorial Members shall be men or women who were killed or died in Antarctica. Members in this class of membership will be inducted into the OAEA by the OAEA Board of Directors

Section VII. COMMEMORATIVE MEMBER - Commemorative Members shall be deceased men or women who, if living, would be eligible for Regular Member status in the OAEA. Applications for this membership category may be submitted by any person without consideration to their membership in the OAEA.

Section VIII. Application for membership shall be submitted in writing to the OAEA and each application

will be reviewed and accepted by the Membership Committee before membership is granted. If the Membership Committee cannot resolve any issue with an application; the application shall be presented to the Board of Directors for final disposition.

Section IX. Any member may be dropped by the Board of Directors for cause, after being given an opportunity to be heard.

Section X. VOTING RIGHTS - Only Regular Members shall have the right to vote or to hold office.

ARTICLE V Entrance Fee and Dues

Section I. An entrance fee of \$2.00 is required upon joining the OAEA.

Section II. Members and Associate Members shall pay a membership fee upon joining and 1 July thereafter providing the member joins prior to 1 January. Any annual member joining between the dates of 1 January and 1 July shall have their memberships expire 1 July of the following calendar year. Any member whose annual dues have been delinquent for a period of two consecutive fiscal years shall be dropped from active membership and shall be required to repay the initial entrance fee in order to be reinstated. Fees may be raised as deemed necessary by a majority vote of Association members present at any annual symposium.

Section III. Upon joining the OAEA, the Member of Associate Member may elect lifetime membership by paying a lifetime membership fee in an amount based upon his or her age as determined by his or her nearest birthday to the date of application. A Member or Associate Member in good standing and currently a Member of the OAEA may also attain a lifetime membership by paying the applicable lifetime membership fee.

AGE	AMOUNT
81 and above.	\$ 5.00
76 to 80 (inclusive).	\$10.00
71 to 75 (inclusive).	\$20.00
66 to 70 (inclusive).	\$40.00
61 to 65 (inclusive).	\$60.00
56 to 60 (inclusive).	\$75.00
51 to 55 (inclusive).	\$90.00
46 to 50 (inclusive).	\$100.00
45 and below	\$110.00

A Member of Associate Member, after payment of the lifetime membership fee, shall not be required to pay further dues.

Section IV. A change from Associate Member status to Regular Member status will not entail additional dues.

ARTICLE VI Liability

Section I. No one of the membership shall become liable to the OAEA for any amount other than entrance fee and yearly dues.

ARTICLE VII Officers

Section I. The officers of this Association shall be a President, an Executive Vice-President, a Secretary, a Treasurer, seven Directors, Immediate Past President and one Life-Time (permanent during the life of the Director) Board of Director.

Section II. Subordinate Officers. The Board of Directors may appoint such other officers as the business of the OAEA may require, each of whom shall hold office for such period having such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may, from time-to-time, determine.

Section III. The Officers of the OAEA shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the By-Laws of the OAEA or by the Board of Directors.

Section IV. The terms of office of all officers elected at any annual symposium shall commence at the adjournment of such symposium except for those elected to the offices of the Board of Directors whose term shall commence immediately upon election. Officers may resign at any time by giving written notice to the President, Secretary, and Board of Directors.

Section V. The President, Executive Vice-President, and Directors may not be elected to the same office for more than two successive terms.

Section VI. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled at any time thereafter in the manner prescribed in the By-Laws for regular appointments to such office.

Section VII. Any officer or Director may be removed by a majority of the membership entitled to vote, for cause, and after opportunity to be heard at any regular symposium of the OAEA, or at any special symposium called for that purpose.

ARTICLE VIII Duties of Officers

Section I. President. The President shall be the chief executive officer of the OAEA and shall subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the OAEA. He shall be ex-officio a member of all standing committees and shall have general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties

as may be prescribed by the Board of Directors or the By-Laws.

Section II. In the absence of the President, the Executive Vice-President shall assume the duties of the President. He shall also assume such other duties as are assigned to him by the Board of Directors. In the event of a vacancy occurring in the office of President, the Executive Vice-President shall serve as President until the adjournment of the next symposium or until a successor is elected.

Section III. The Regional Vice-Presidents are duly elected/appointed officers of the OAEA. They are directly responsible to the Executive Vice President in the execution of his duties and shall act as his assistants. The Regional Vice-Presidents are the medium of liaison between the membership and the OAEA in matters of organization, administration, and functions within their Regions. They will maintain an active and aggressive recruitment program and shall encourage camaraderie and the promotion of social gatherings in their Regions.

Section IV. The Secretary shall keep or cause to be kept, a book of the minutes of all meetings of the OAEA and the Board of Directors, preserve all papers, letters, and transactions of the OAEA and have custody of the OAEA seal. The book of minutes of all meetings will contain the time and place of holding, regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the By-Laws or By-Law to be given and he shall keep the seal of the OAEA in safe custody and shall have such other powers and perform such other duties as may be prescribed by the President, the Board of Directors or the By-Laws. The retiring Secretary shall deliver to the successor Secretary, all Association property in his/her custody/possession.

Section V. The Treasurer shall collect, receive and have charge of all funds of the OAEA, shall have deposited such funds in a bank approved by the Board of Directors, and shall provide for the expenditure of such funds. A report will be made to the Board of Directors giving the financial standing of the OAEA whenever requested and a full report made to the OAEA at each symposium. The Treasurer shall be bonded, if required by the Board of Directors, in an amount prescribed by the Board of Directors. The retiring Treasurer shall deliver to the successor Treasurer all money, vouchers, books and papers of the OAEA in his or her custody, with a supplemental report covering all transactions.

Section VI. All officers except the Secretary and Treasurer shall, on the expiration of their terms, surrender all property in their possession belonging to their respective offices to the newly elected President.

Section V. The President shall appoint an unbiased Board member to investigate for removal of OAEA officers or members when behavior deemed inappropriate to the goals of the OAEA or action jeopardizes the OAEA.

ARTICLE IX

Board of Directors

Section I. There shall be a Board of Directors of the OAEA. The Board shall consist of the President, the Executive Vice-President, the Secretary, the Treasurer of the OAEA, the immediate past President, the Life Director and seven Directors who shall be elected as hereinafter provided. The membership of the Board of Directors shall be drawn from Active Members of the OAEA.

Section II. Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each symposium of the OAEA at the place where such symposium shall be held. Meetings of the Board shall also be at such times and places as may, from time-to-time, be determined by Resolution of the Board.

Section III. Special meetings of the Board of Directors may be called by the President on two weeks notice to each Director either personally or by mail, telephone, or electronic means and shall be called by the President in like manner or like notice on the written request of not less than six members of the Board. Special meetings shall be held at such time and place as may be specified in the notice thereof.

Section IV. In the intervals between meetings of the Board of Directors, the President of the OAEA may refer and submit by mail, telephone, or electronic means to the members of the Board of Directors, definite questions relating to the affairs of the OAEA which, in the opinion of the President, require immediate action on the part of the Board of Directors. The result of such a referendum, which requires a majority vote of the personnel of the Board of Directors, shall control the action of the OAEA and of its Board of Directors, officers, sections, committees, agents, and employees.

ARTICLE X

Duties of Board of Directors

Section I. The Board of Directors shall:

- a. Transact the general business of the OAEA in the interim between symposiums.
- b. Establish major administrative policies governing the affairs of the OAEA and devise and mature measures for the OAEA's growth and development.
- c. Provide for the maintenance of national headquarters and for making such office and center of activities of the OAEA including such work of the officers and committees as may be deemed expedient; provide for the proper care of materials, equipment and funds of the OAEA for the payment of legitimate expenses and for every 3 years and/or at change of Treasurer, auditing of all books of account by three members of the OAEA none of whom shall be any person charged with responsibility of handling Association funds.

- d. Act upon applications for individual membership in this Association.
- e. Appoint all committees not otherwise provided for.
- f. Have power to fill any vacancies on the Board of Directors, except vacancies occurring in the office of the President and the Executive Vice-President.

Section II. There shall be an executive committee of the Board of Directors composed of the President, the Executive Vice-President, the Secretary, and the Treasurer of the OAEA, meeting as a committee of the whole. This committee shall have all the powers of the Board of Directors to transact business of an emergency nature between Board meetings. All transactions of this committee shall be reported in full at the next regular scheduled meeting of the Board of Directors.

Section III. Checks, drafts, etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the OAEA shall be signed and endorsed by such person or persons and in such manner as from time-to-time shall be determined by Resolution of the Board of Directors.

Section IV. Contracts; how executed. The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the OAEA and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the OAEA by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

ARTICLE XI

Standing Committees

Section I. Standing committees except the executive committee may be composed of both active and associate members of the OAEA and shall assume such duties as are specified in these By-Laws and such other duties as may be assigned by the Board of Directors. Only active members shall be Chairmen of standing committees.

Section II. The following standing Chairmen shall be Board of Director members appointed at each symposium:

- a. Chapter Coordinator
- b. Membership
- c. Symposium
- d. Finance
- e. Merchandise Coordinator
- f. OAEA Assistance
- g. Scholarship

Section III. Each committee shall consist of members of the OAEA chosen by the committee Chairman. The Chairman of each committee shall report to and receive guidance from the Board of Directors.

Section IV. The Committee on Chapter Coordination shall liaise with individual Chapters to ensure that agreements between Chapters and the OAEA are fulfilled and to

maintain communication between the Chapters and the OAEA.

Section V. The Committee on Membership shall devise ways and means of securing members and methods of organization for making such membership effective. The Committee shall devise means to advertise membership drive month – July, and provide an input to newsletters regarding membership. They shall present applications with recommendations to the Board of Directors.

Section VI. The Symposium Committee shall be responsible for planning the program for symposiums, subject to the approval of the President.

Section VII. The Committee of Finance shall include the Treasurer of the OAEA who shall serve as Chairman. This Committee shall review the Treasurer’s financial reports, prepare an annual budget if required, and advise on expenditure of funds.

Section VIII. The Committee on Merchandise Coordination shall liaise with individual Chapters to broaden opportunities for Chapters and the OAEA. The Committee shall ensure that Chapters are aware of responsibility to adhere to local tax laws/requirements and ensure requirements for selling merchandise at Symposiums are met.

Section IX. The Committee on OAEA Assistance shall develop way, means, and procedures to provide assistance for the membership as stated in the Preamble.

Section X. The Committee on Scholarships shall be required to make sure all members are aware of the scholarship fund and eligibility requirements.

ARTICLE XII Elections

Section I. A President and Executive Vice-President shall be elected annually to serve until the next annual symposium or until their successors are elected. The initial election for the Board of Directors will be two, three and four years respectively. Thereafter, the Directors will be elected to serve for three year terms.

Section II. A Treasurer shall be elected and a Secretary shall be appointed to serve until such time as a new Secretary and/or Treasurer is elected/appointed.

Section III. Elected offices of the OAEA will be held only by Regular Members having all the privileges of membership including the right to vote and to hold office as defined by Article IV provided no conflict of interest exists.

Section IV. Elections for the OAEA, Inc. shall be conducted via U. S. Mail.

ARTICLE XIII Meetings

Section I. Unless otherwise ordered by the Board of Directors, the OAEA shall meet in symposium once every year at a place and time to be designated by the Board of Directors for each such meeting, for the election of officers

and for the transaction of such business as may properly be brought before the Symposium.

Section II. Special symposiums of the OAEA may be called by the Board of Directors or upon the request of 20 percent of the membership entitled to vote.

Section III. Notice of all symposiums of the OAEA shall be mailed to the membership at least two months prior to the meeting, and such notice shall state the purpose of any special symposium.

Section IV. The membership who attend special or regular symposiums of the OAEA, either in person or by proxy, shall constitute a quorum capable of transacting all business properly brought before the symposium.

Section V. The membership failing to attend, either in person or by proxy authorized in writing, shall be considered to have waived the right to be present and thereby signified consent to and ratification of such action as the majority of those present, either in person or by proxy, may take in matters before the symposium.

Section VI. Except as provided in Article XVII, a majority vote cast by the membership present, in person or by proxy, at any symposium of the OAEA shall govern in all matters properly brought before the symposium, except that should any obligation on the part of the OAEA be authorized or created, the provision against personal liability provided in Section I, Article V of the By-Laws shall be directed to be included therein.

Section VII. Proxies for symposiums of the OAEA shall be provided to the Secretary for verification and record at least 24 hours prior to any scheduled voting. Validity of such proxies is subject to the right of appeal to the Board of Directors.

Section VIII. Absentees desiring considerations of matters at a symposium of the OAEA shall submit those matters in writing to the President/Secretary in time to be received at least ten working days prior to the meeting date.

Section IX. Costs of all symposiums will be paid for by the attendees and Association funds will not be used for any more than incidental costs involving the coordination of such meetings.

ARTICLE XIV Order of Business

Section I. The following shall be the order of business meetings:

- a. Address of the President.
- b. Reading the Minutes of the previous meeting.
- c. Reports of Officers
- d. Reports of Committees
- e. Reports of Special Subjects
- f. Unfinished Business
- g. New Business
- h. Adjournment

**ARTICLE XV
Quorum**

Section I. A majority of the Board of Directors, including the President or a Vice-President, shall constitute a quorum at any meeting of the Board of Directors.

Section II. A majority of the members of any standing or special committee shall constitute a quorum.

**ARTICLE XVI
Fiscal Year**

The accounting year of this Association shall be the Fiscal Year.

**ARTICLE XVII
Parliamentary Authority**

The rules contained in the current edition of “Robert’s Rules of Order” Newly Revised shall govern the OAEA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order of the OAEA may adopt.

**ARTICLE XVIII
Changes of By-Laws**

The Board of Directors (BOD) of the OAEA, Inc shall be empowered to make permanent changes to the By-Laws in accordance with the provisions of the State of Florida

Statutes Chapter 617.0206: “The power to alter, amend, or repeal the bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the By-Laws. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.”

**ARTICLE XIX
Indemnification of Directors, Officers, and Employees**

Section I. Every Director, officer or employee of the OAEA shall be indemnified by the OAEA against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon him or her in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his or her being or having been a Director, officer, or employee of the OAEA, or any settlement thereof, whether or not he or she is a Director, officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, or employee may be entitled.